

Illinois Central

Robert W. Hart
Treasurer

RECORDATION NO

8373-12
FILED 1423

JAN 30 1990 -12 05 PM

INTERSTATE COMMERCE COMMISSION

Illinois Central Railroad
233 North Michigan Avenue
Chicago, Illinois 60601-5799

312 819-7493

November 30, 1989

0-030A039

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Pursuant to the provisions of 49 U.S.C. Section 11303 and the applicable regulations of the Interstate Commerce Commission, there are herewith transmitted for filing and recording a number of counterparts of an Amendment (First Supplemental Equipment Trust Agreement providing for the deletion and substitution of Equipment) of Illinois Central Gulf Railroad (now Illinois Central Railroad Company) Equipment Trust Agreement, Series 11. This document is a secondary document dated as of November 30, 1989. The primary document to which this is connected was recorded under Recordation No. 8373 on June 17, 1976.

A check payable to the order of the Interstate Commerce Commission for the \$10.00 recording fee applicable to this filing is enclosed herewith.

The names and addresses of the parties to the document are as follows:

Trustee and Lessor:

Manufacturers Hanover Trust Company
450 West 33rd Street
New York, New York 10001

Lessee:

Illinois Central Railroad Company
233 North Michigan Avenue
Chicago, Illinois 60601

A description of the equipment added to the Equipment Trust Agreement by this Amendment follows:

Eighty One (81) 100-ton Open Hopper Cars Numbered ICG 365302, 365314, 365322, 365325, 365338, 365350, 365351, 365373, 365376, 365381, 365395, 365300 through 365301, 365303 through 365313, 365315 through 365321, 365323 through 365324, 365326 through 365333, 365335 through 365337, 365339 through 365349, 365352 through 365357, 365359 through 365362, 365364 through 365372, 365374 through 365375, 365377 through 365380 and 365382.

A short summary of the document to appear in the index follows:

First Supplemental Equipment Trust Agreement dated as of November 30, 1987, amending an Equipment Trust Agreement dated as of June 1, 1976, with Recordation No. 8373, providing for the substitution of Eighty One (81) 100-ton Open Hopper Cars.

It is respectfully requested that all counterparts not needed for the Commission's files be returned to the bearer of this letter with the Commission's recordation stamp shown thereon.

Very truly yours,

Robert Z. Hart

Interstate Commerce Commission
Washington, D.C. 20423

1/30/90

OFFICE OF THE SECRETARY

Robert W. Hart
Treasurer
Illinois Central Railroad
233 North Michigan Avenue
Chicago, Illinois 60601-5799

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/30/90 at 12:05pm and assigned recordation number(s).

,8373-B,9037-F,86876F 8557-F,9163-F,9286-F

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

FIRST

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated as of November 30, 1989

to

ILLINOIS CENTRAL GULF RAILROAD
EQUIPMENT TRUST AGREEMENT, SERIES 11
DATED AS OF JUNE 1, 1976

MANUFACTURERS HANOVER TRUST COMPANY, TRUSTEE

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

RECORDATION NO

8373-B

FILED 1025

JAN 30 1990 -12 05 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT, dated as of November 30, 1989, by and between MANUFACTURERS HANOVER TRUST COMPANY, a corporation duly organized and existing under the laws of the State of New York (hereinafter called the Trustee), as successor to Morgan Guaranty Trust Company of New York (hereinafter called the Predecessor Trustee), and ILLINOIS CENTRAL RAILROAD COMPANY (as successor to Illinois Central Gulf Railroad Company), a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the Company):

WHEREAS, in accordance with the provisions of a certain Equipment Trust Agreement, dated as of June 1, 1976, by and between the Predecessor Trustee and the Company (hereinafter called the Agreement), certain Railroad equipment (hereinafter called the Trust Equipment) has been transferred to the Trustee and the title thereto vested in the Trustee; and the Trust Equipment is leased by the Trustee to the Company for the term and the rental and upon the conditions therein provided, which said Agreement constitutes Illinois Central Gulf Equipment Trust, Series 11; and

WHEREAS, said Agreement provides that sums paid to the Trustee (a) under the third full paragraph of Section 3.4 of Article III of the Agreement, together with any deposited cash then held (b) under the second full paragraph of Section 4.9 of Article IV of the Agreement and (c) under the first full paragraph of Section 4.7 of Article IV of the Agreement shall be applied by the Trustee to the Purchase of other railroad equipment; and

WHEREAS, the Trustee now holds sums arising from one or more sources listed in the preceding WHEREAS clause and the Company desires to cause to be vested in the Trustee and title to additional railroad equipment (hereinafter called Additional Trust Equipment), approved by the Company as to its qualification as substitute Equipment, to be acquired with funds in possession of the Trustee as aforesaid;

NOW, THEREFORE, for and in consideration of the rents hereinafter provided for and the covenants herein contained, this Supplemental Equipment Trust Agreement WITNESSETH as follows:

ARTICLE I

The Company does hereby cause to be sold, assigned, transferred and set over unto the Trustee, as Trustee for the owners of Illinois Central Gulf Equipment Trust Certificates, Series 11, the Additional Trust Equipment described in ARTICLE II hereof. The Company will deliver or cause to be delivered the said Additional Trust Equipment in accordance with the provisions of Section 3.1 of ARTICLE III of the said Agreement.

ARTICLE II

The Trustee, acting in pursuance of the aforesaid Agreement, has let and leased and does hereby let and lease to the Company the following Additional Trust Equipment (first put into service after See Schedule B Attached Hereto) of Illinois Central Gulf Equipment Trust, Series 12, to wit:

<u>Unit Number</u>	<u>Description</u>	<u>Present Fair Value</u>
	<u>See Schedule B Attached</u>	

ARTICLE III

The equipment described in ARTICLE II replaces, in whole or in part, certain railroad equipment originally let and leased under the Agreement, which has been destroyed. Such destroyed equipment includes the units set out in Schedule A, attached hereto.

ARTICLE IV

The Trustee and the Company covenant and agree that the lease of the Additional Trust Equipment as provided in ARTICLE II hereof shall be upon and subject to the terms and conditions of the said Agreement, and such Additional Trust Equipment shall be part of the Trust Equipment, subject to all the terms and conditions of the said Lease and of the said Agreement in all respects as though it had been part of the original Trust Equipment specifically described in the said Lease.

ARTICLE V

The Company, with all covenant speed, will cause this Supplemental Equipment Trust Agreement to be duly filed and recorded with the Interstate Commerce Commission in accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act and will promptly furnish to the Trustee evidence of such filing and recordation and an opinion of counsel for the Company with respect thereto satisfactory to the Trustee. The Company covenants and agrees to pay the expenses connected with the preparation, execution, recording, registration and filing hereof and of any instruments executed under the provisions hereof.

ARTICLE VI

This Agreement may be simultaneously executed in any number of counterparts, each of which, so executed, shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee and the Company have caused their names to be signed hereto and their respective corporate seals to be hereto affixed, duly attested, as of the day and year first above written.

MANUFACTURERS HANOVER TRUST COMPANY

Title: _____

Ed. J. Russo
Vice President

ATTEST:

Michael J. Russo

Secretary
Trust Officer

ILLINOIS CENTRAL RAILROAD COMPANY

Treasurer

Robert Z. Hart

ATTEST:

P. F. Healy

Assistant Secretary

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 19th day of December, 1989, before me personally appeared F.J. Grippa, to me personally known, says that he is a Vice President of Manufacturers Hanover Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Yvonne D. Benn
Notary Public

My commission expires:

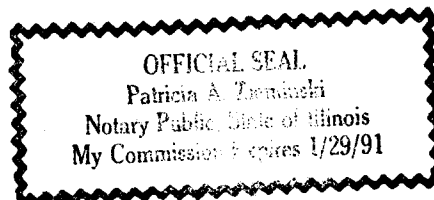
YVONNE D. BENN
Notary Public, State of New York
No. 4909088
Qualified in Bronx County
Certificate filed in New York County
Commission Expires October 19, 1991

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 30th day of November, 1989, before me personally appeared Robert W. Hart, to me personally known, says that he is Treasurer of Illinois Central Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia A. Zieminski
Notary Public

My commission expires: 1/29/91



ILLINOIS CENTRAL RAILROAD EQUIPMENT TRUST, SERIES 11
 UNITS BEING DELETED FROM TRUST

SCHEDULE A

Unit Number	Description	Month and Year Built	Original Value	Fair Value Per Unit	Number of Units	Total Fair Value
ICG 7720	GP-8 Locomotive	1/77	\$293,300	\$164,489	1	\$164,489
7721	" "	"	"	"	1	\$164,489
7727	" "	2/77	"	\$165,321	1	\$165,321
7730	" "	"	"	"	1	\$165,321
7731	" "	3/77	"	\$166,152	1	\$166,152
7732	" "	9/76	"	\$161,165	1	\$161,165
7743	" "	7/76	"	\$159,503	1	\$159,503
7745	" "	8/76	"	\$160,334	1	\$160,334
7746	" "	6/77	"	\$168,645	1	\$168,645
8393	GP-10 Locomotive	8/76	"	\$160,334	1	\$160,334
8397	" "	1/77	"	\$164,489	1	\$164,489
TOTAL NUMBER OF UNITS					11	\$1,800,242

ILLINOIS CENTRAL RAILROAD EQUIPMENT TRUST, SERIES 11

SCHEDULE B

Unit Number	Description	Month and Year Built	Original Value	Fair Value Per Unit	Number of Units	Total Fair Value
IC 365302	100-T Open Hopper Car	3/79	\$37,060	\$22,381	1	\$22,381
365314	" "	" "	"	"	1	\$22,381
365322	" "	" "	"	"	1	\$22,381
365325	" "	" "	"	"	1	\$22,381
365338	" "	" "	"	"	1	\$22,381
365350	" "	" "	"	"	1	\$22,381
365351	" "	" "	"	"	1	\$22,381
365373	" "	" "	"	"	1	\$22,381
365376	" "	" "	"	"	1	\$22,381
365381	" "	" "	"	"	1	\$22,381
365395	" "	" "	"	"	1	\$22,381
ICG 365300-365301	" "	" "	"	"	2	\$44,762
365303-365313	" "	" "	"	"	11	\$246,191
365315-365321	" "	" "	"	"	7	\$156,667
365323-365324	" "	" "	"	"	2	\$44,762
365326-365333	" "	" "	"	"	8	\$179,048
365335-365337	" "	" "	"	"	3	\$67,143
365339-365349	" "	" "	"	"	11	\$246,191
365352-365357	" "	" "	"	"	6	\$134,286
365359-365362	" "	" "	"	"	4	\$89,524
365364-365372	" "	" "	"	"	9	\$201,429
365374-365375	" "	" "	"	"	2	\$44,762
365377-365380	" "	" "	"	"	4	\$89,524
365382	" "	" "	"	"	1	\$22,381
TOTAL NUMBER OF UNITS					81	\$1,812,861